

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

JAMES GOULD, Derivatively on Behalf of
NAVISTAR INTERNATIONAL
CORPORATION,

Plaintiff,

v.

ANDREW J. CEDEROTH, JOHN D.
CORRENTI, MICHAEL N. HAMMES,
JAMES H. KEYES, DENNIS D. WILLIAMS,
DANIEL C. USTIAN, STANLEY A.
MCCHRYSTAL, DAVID D. HARRISON,
STEVEN J. KLINGER, EUGENIO
CLARIOND, DIANE H. GULYAS, and
WILLIAM H. OSBORNE,

Defendants,

– and –

NAVISTAR INTERNATIONAL
CORPORATION, a Delaware corporation,

Nominal Defendant.

No. 1:13-cv-02145

**STIPULATION AND ORDER TO STAY
ACTION**

WHEREAS, on March 20, 2013, plaintiff James Gould ("Plaintiff") filed a shareholder derivative complaint derivatively on behalf of Navistar International Corporation ("Navistar" or the "Company") alleging violations of state and federal law by certain of the Company's current and former officers and directors (with Navistar, "Defendants");

WHEREAS, all Defendants have waived service of process through counsel, and the current deadline for all Defendants to respond to Plaintiff's complaint is June 3, 2013;

WHEREAS, the following three securities class actions (collectively, the "Securities Class Actions") are also pending before this Court: (i) *Construction Workers Pension Trust*

Fund-Lake County and Vicinity v. Navistar International Corp., et al., No. 1:13-cv-02111, filed March 19, 2013, and currently assigned to the Honorable Samuel Der-Yeghiayan; (ii) *Norfolk County Retirement System v. Navistar International Corp., et al.*, No. 1:13-cv-02639, filed April 9, 2013, and currently assigned to the Honorable Virginia M. Kendall; and (iii) *Purnell v. Navistar International Corp., et al.*, No. 1:13-cv-02691, filed April 10, 2013, and currently assigned to the Honorable Gary Feinerman;

WHEREAS, the Securities Class Actions involve similar factual issues and name some of the same defendants as this action; and

WHEREAS, the parties have met and conferred regarding the possible coordination of this action with the Securities Class Actions, and, under the unique circumstances of this case, the parties agree to a temporary stay of this action pending the entry of an order on defendants' anticipated motions to dismiss in the Securities Class Actions;

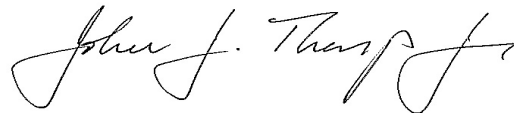
THEREFORE, it is hereby stipulated and agreed by and among the parties, through their undersigned counsel and subject to this Court's approval, as follows:

1. This action is hereby stayed pending further order of this Court or the entry of an order on defendants' motion to dismiss in any of the Securities Class Actions ("Motion to Dismiss Order"); and

2. Within 14 days of the entry of a Motion to Dismiss Order in any of the Securities Class Actions, the parties shall meet and confer regarding further scheduling for this action, and the parties shall submit a proposed scheduling order to the Court within 28 days thereafter.

IT IS SO ORDERED.

DATED: 5/3/2013



HONORABLE JOHN J. THARP, JR.
UNITED STATES DISTRICT JUDGE

IT IS SO STIPULATED:

LATHAM & WATKINS LLP

/s/ Cary R. Perlman

CARY R. PERLMAN

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/s/ Ashley R. Palmer

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Attorneys for Plaintiff James Gould

CERTIFICATE OF SERVICE

I hereby certify that on May 2, 2013, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List, and I further certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the Manual Notice List.

/s/ Ashley R. Palmer
ASHLEY R. PALMER

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